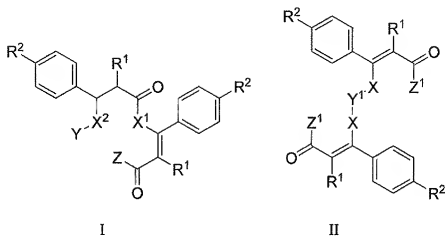


**AMENDMENTS TO THE CLAIMS**

This listing of claims replaces all prior listing of claims in the application.

1. (Presently amended) A compound of Formula I or Formula II



or pharmaceutically acceptable salt thereof, wherein

R<sup>1</sup> is selected from the group consisting of

- (a) phenyl, optionally substituted at positions 3 and 4 halogens,
- (b) -O-isopropyl,
- (c) -O-cyclopropyl, and
- (d) -O-CH<sub>2</sub>-cyclopropyl;

R<sup>2</sup> is selected from the group consisting of:

- (a) -S(O)<sub>2</sub>CH<sub>3</sub>, and
- (b) -S(O)<sub>2</sub>NH<sub>2</sub>;

R<sup>3</sup> is selected from the group consisting of

- (a) hydrogen,
- (b) methyl,
- (c) ethyl,
- (d) hydroxyl,

(e) F, Cl, and

(f)  $\text{CF}_3$ ;

$\text{R}^4$  is selected from the group consisting of

(a) methyl, and

(b) ethyl;

$\text{X}^1$  is selected from the group consisting of:

(a)  $-\text{OCH}_2-$ ,

(b)  $-\text{OC}(\text{R}^3)(\text{R}^4)-$ ,

(c)  $-\text{CH}_2\text{-linker-O-}$ , and

(d)  $-\text{C}(\text{R}^3)(\text{R}^4)\text{-linker-O-}$ ,

wherein the oxygen end of  $\text{X}^1$  is attached to the carbonyl carbon of Formula I;

$\text{X}^2$  is selected from the group consisting of:

(a)  $-\text{OCH}_2-$ ,

(b)  $-\text{OC}(\text{R}^3)(\text{R}^4)-$ ,

(c)  $-\text{CH}_2\text{-linker-O-}$ , and

(d)  $-\text{C}(\text{R}^3)(\text{R}^4)\text{-linker-O-}$ ;

wherein the carbon end of  $\text{X}^2$  is attached to the carbon adjacent to the  $\text{R}^2$ -phenyl explicitly shown;

$-\text{linker}-$  is selected from the group consisting of

(a)  $-\text{C}(\text{O})-(\text{CH}_2)_m\text{-O-}$ ,

(b)  $-\text{C}(\text{O})-(\text{CH}_2)_m(-\text{O}-(\text{CH}_2)_n)_p\text{-O-}$ , and

(c)  $-\text{C}(\text{O})\text{-aryl-O-}$ ,

(d)  $-\text{C}(\text{O})\text{-heteroaryl-O-}$ ;

wherein m, n and p are each independently integers ranging from 0 to 6;

Y is selected from the group consisting of

(a) hydrogen, and

(b) acyl,

wherein the acyl group is selected from the group consisting of

(a)  $-\text{C}(\text{O})-\text{C}_{1-6}\text{alkyl}$ , optionally substituted with 1, 2 or 3 substituents

independently selected from the group consisting of halo, hydroxyl, amino,  $\text{C}_{1-3}$ alkoxy, amino $\text{C}_{1-3}$ alkyl,

(b)  $-\text{C}(\text{O})\text{-aryl}$ , and

- (e)  $\text{---C(O)---heteroaryl}$ ,  
 (d) (c) an amino acid;

Z is selected from the group consisting of:

- (a)  $\text{---OR}^5$ ,  
 (b)  $\text{---NR}^5\text{R}^6$ ,

wherein  $\text{R}^5$  and  $\text{R}^6$  are each independently selected from

- (a) hydrogen,  
 (b)  $\text{C}_{1-6}$ alkyl,  
 (c) phenyl, and  
 (d)  $\text{C}_{1-2}$ -phenyl,

wherein  $\text{R}^5$  and  $\text{R}^6$  choices (b), (c) and (d) are optionally substituted with 1, 2, or 3 substituents selected from halo, hydroxyl, amino,  $\text{C}_{1-3}$ alkyl, and  ~~$\text{C}_{1-3}$ alkoxy~~,  $\text{C}_{1-3}$ alkoxy;

X is selected from the group consisting of:

- (a)  $\text{---OCH}_2\text{---}$ , and  
 (b)  $\text{---C(R}^3\text{)(R}^4\text{)O---}$ ,

wherein the carbon at the end of X is attached to the carbon adjacent to the phenyl;

$\text{Y}^1$  is  $\text{---linker1---}$ , which is selected from the group consisting of

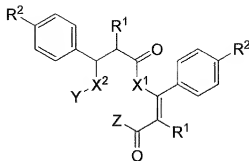
- (a)  $\text{---C(O)---(CH}_2\text{)}_r\text{---C(O)---}$ ,  
 (b)  $\text{---C(O)---aryl---C(O)---}$ ,  
 (c)  $\text{---C(O)---heteroaryl---C(O)---}$ ,  
 (d) (c)  $\text{---C(O)---(CH}_2\text{)}_r\text{---(O---(CH}_2\text{)}_s\text{)---C(O)---}$ , and  
 (e) (d)  $\text{---C(O)---(CH}_2\text{)}_r\text{---CH---(CH}_2\text{)}_s\text{---C(O)---}$ ,

wherein r, s and t are each independently integers ranging from 0 to 6; 6; and

$\text{Z}^1$  is selected from the group consisting of:

- (a)  $\text{---OR}^5$ , and  
 (b)  $\text{---NR}^5\text{R}^6$ .

2. (Original) A compound according to claim 1 of Formula I



3. (Original) A compound according to claim 2 wherein:  
R<sup>1</sup> is phenyl, optionally substituted at positions 3 and 4 with fluorine.

4. (Original) A compound according to claim 2 wherein:  
R<sup>2</sup> is -S(O)<sub>2</sub>CH<sub>3</sub>.

5. (Original) A compound according to claim 2 wherein:  
R<sup>3</sup> is selected from the group consisting of

- (a) hydrogen,
- (b) methyl, and
- (c) ethyl.

6. (Original) A compound according to claim 2 wherein:  
X<sup>1</sup> and X<sup>2</sup> are each is selected from the group consisting of:

- (a) -OCH<sub>2</sub>-, and
- (b) -OC(R<sup>3</sup>)(R<sup>4</sup>)-.

7. (Original) A compound according to claim 2 wherein:  
Y is hydrogen or -OCH<sub>3</sub>.

8. (Original) A compound according to claim 2 wherein:  
Z is hydroxyl or -OCH<sub>3</sub>.

9. (Original) A compound according to claim 2 wherein:  
R<sup>1</sup> is phenyl, optionally substituted at positions 3 and 4 with fluorine;  
R<sup>2</sup> is -S(O)<sub>2</sub>CH<sub>3</sub>;  
R<sup>3</sup> is selected from the group consisting of

- (a) hydrogen,
- (b) methyl, and
- (c) ethyl;

R<sup>4</sup> is selected from the group consisting of

- (a) methyl, and
- (b) ethyl;

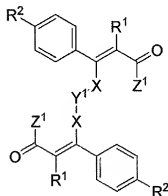
X<sup>1</sup> and X<sup>2</sup> are each is selected from the group consisting of:

- (a)  $-\text{OCH}_2-$ , and
- (b)  $-\text{OC}(\text{R}^3)(\text{R}^4)-$ ;

Y is hydrogen or  $-\text{OCH}_3$ ; and

Z is hydroxyl or  $-\text{OCH}_3$ .

10. (Original) A compound according to claim 1 of Formula II



II

11. (Original) A compound according to claim 10 wherein:  
R<sup>1</sup> is phenyl, optionally substituted at positions 3 and 4 halogens.

12. (Original) A compound according to claim 11 wherein:  
R<sup>2</sup> is  $-\text{S}(\text{O})_2\text{CH}_3$ .

13. A compound according to claim 12 wherein:

R<sup>3</sup> is selected from the group consisting of

- (a) hydrogen,
- (b) methyl, and
- (c) ethyl.

14. (Original) A compound according to claim 13 wherein:

Y<sup>1</sup> is selected from  $-(O)C(H)=C(H)C(O)-$  and  $-(O)C(CH_2)_2C(O)-$ .

15. (Original) A compound according to claim 14 wherein:

Z<sup>1</sup> is hydroxyl or  $-OCH_3$ .

16. (Original) A compound according to claim 15 wherein:

R<sup>1</sup> is phenyl, optionally substituted at positions 3 and 4 halogens;

R<sup>2</sup> is  $-S(O)_2CH_3$ ;

R<sup>3</sup> is selected from the group consisting of

- (a) hydrogen,
- (b) methyl, and
- (c) ethyl;

Y<sup>1</sup> is selected from  $-(O)C(H)=C(H)C(O)-$  and  $-(O)C(CH_2)_2C(O)-$ ; and

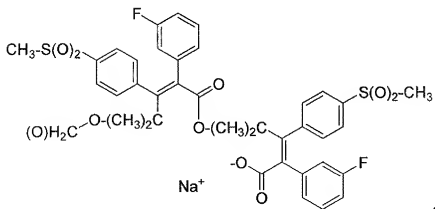
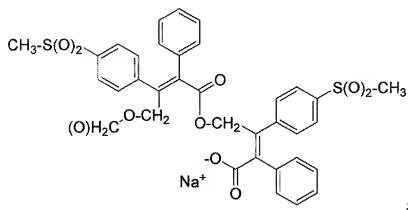
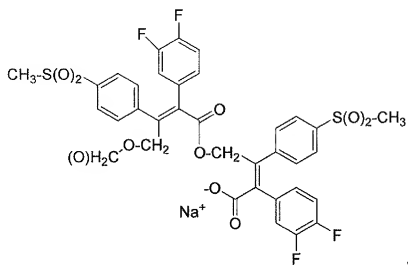
Z<sup>1</sup> is hydroxyl or  $-OCH_3$ .

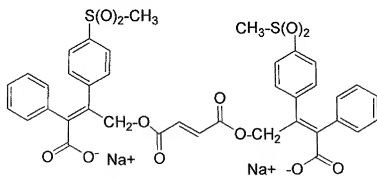
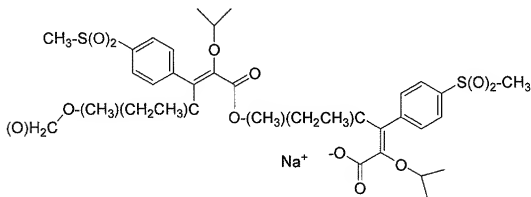
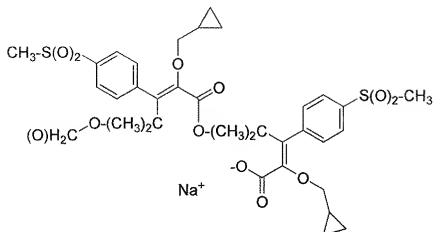
17. (Cancelled)

18. (Cancelled)

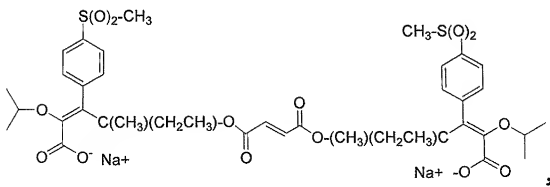
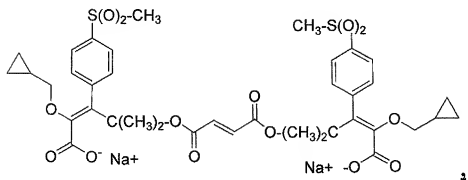
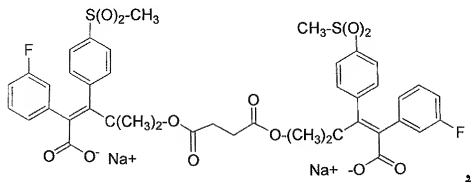
19. (Original) A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically acceptable carrier.

20. (Presently amended) A compound according to claim 1 selected from









and

